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Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-____ ()
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(a) AND
329 AND FED. R. BANKR. P. 2014 AND 2016 (A) AUTHORIZING EMPLOYMENT
AND RETENTION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

AND AFFILIATED LAW PRACTICE ENTITIES AS ATTORNEYS FOR
DEBTORS-IN-POSSESSION AND (B) SCHEDULING FINAL HEARING THEREON

PLEASE TAKE NOTICE that on October 8, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application for Order Under 11 U.S.C. §§ 327(a) and 329 and Fed. R. Bankr. P. 2014(a) and 2016 (A) Authorizing Retention of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") as Attorneys for the Debtors, and (B) Scheduling Final Hearing Thereon (the "Application").

PLEASE TAKE FURTHER NOTICE that on October 8, 2005, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an interim order granting the relief requested in the Application, a copy of which is enclosed herewith.

PLEASE TAKE FURTHER NOTICE that if no written objections to Skadden's retention are timely filed, served and received in accordance with the requirements set forth below, a final order will be submitted which will provide that the Application shall be granted in its entirety. If timely written objections are filed, served and received, a hearing to consider approval of the Application on a final basis will be held at **[●]a.m. Eastern Time on [●], 2005** before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 610-2, One Bowling Green, New York, New York 10004-1408 (the "Hearing").

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Application on a final basis must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New

York, and must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties in interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF)), WordPerfect or any other Windows-based word processing format); submitted in hard-copy form directly to the chambers of the Honorable **[name of judge]**, United States Bankruptcy Judge; and served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) special employee benefit counsel to the Debtors, Groom Law Chartered, 1701 Pennsylvania Avenue, N.W., Washington D.C. 20006, (Att'n: Lonie A. Hassel), (iv) special counsel to the Debtors, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Att'n: Douglas P. Bartner), (v) counsel to the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley), (vi) counsel to the agent under the Debtors' proposed postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (vii) counsel to any official committee formed in these cases, (viii) the Office of the United States Trustee for the Southern District of New York, [33 Whitehall Street, Suite 2100, New York, New York 10044 (Att'n: Deirdre A. Martini], Esq.)], and (ix) the indenture trustee for the Debtors' outstanding debt securities, [J.P. Morgan Trust Company, N.A., 611 Woodward Avenue, Detroit, Michigan 48226 (Att'n: Global Corpo-

rate Trustee Services], in each case so as to be **received** no later than **4:00 p.m. Eastern time on [●], 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, and that if no objections to the Application are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter a final order granting the Application **without further notice**.

Dated: New York, New York
October [●], 2005

SKADDEN, ARPS, SLATE, MEAGHER
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